

MAY 31 2002

Corporations Section

**ARTICLES OF INCORPORATION**  
**OF**  
**THE PRESERVE AT STONE OAK OWNERS ASSOCIATION, INC.**

The undersigned natural person, being of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**Name**

The name of the corporation is: The Preserve at Stone Oak Owners Association, Inc. (hereinafter called the "Association").

**ARTICLE II**  
**Nonprofit Corporation**

The Association is a nonprofit corporation.

**ARTICLE III**  
**Duration**

The period of its duration is perpetual.

**ARTICLE IV**  
**Purpose and Powers of the Association**

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Nonprofit Corporation Act, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the sole purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions - The Preserve at Stone Oak, dated 6/6/02 and filed for record on 6/6/02 in the Real Property Records of Travis County, Texas, as the same may be amended from time to time (the "Declaration").

**ARTICLE V**  
**Registered Office; Registered Agent**

The street address of the initial registered office of the Association is 12554 Riata Vista Circle, Second Floor, Austin, Texas 78727. The name of its initial registered agent at such address is Terry E. Mitchell.

**ARTICLE VI**  
**Board of Directors**

The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Katrina L. Forbes	12554 Riata Vista Circle Second Floor Austin, Texas 78727
Marie Coleman	12554 Riata Vista Circle Second Floor Austin, Texas 78727
Shane Goodman	12554 Riata Vista Circle Second Floor Austin, Texas 78727

**ARTICLE VII**  
**Membership**

Every person or entity who is a record owner of any lot (a "Lot") which is a part of the property governed by the Declaration is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

**ARTICLE VIII**  
**Dissolution**

If the Association is dissolved, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with a purpose similar to that of the Association.

**ARTICLE IX**  
**Amendment**

Any amendment to these Articles of Incorporation shall be approved by at least 2/3rds of the number of votes entitled to be cast pursuant to Section 6.03 of the Declaration

**ARTICLE X**  
**HUD/VA Approval**

Annexation of additional properties, mergers, consolidations, mortgaging of the Common Areas (as that term is defined in the Declaration) dissolution and amendment of the Articles of Incorporation of the Association, requires the prior approval of the United States Department of Housing and Urban Development and the United States Department of Veterans' Affairs so long as there remains any Class B Membership (as that term is defined in the Bylaws of the Association) in the Association.

**ARTICLE XI**  
**Incorporator**

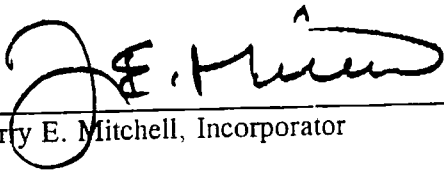
The name and street address of the incorporator is:

NAME

Terry E. Mitchell

ADDRESS

12554 Riata Vista Circle  
Second Floor  
Austin, Texas 78727

  
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Terry E. Mitchell, Incorporator